

**FORM 27**

**SECURITIES ACT  
(British Columbia)**

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

[NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked “Continuous Disclosure”.]

[NOTE: Where this report is filed on a confidential basis, put at the beginning of the report in block capitals “CONFIDENTIAL - SECTION 85”, and everything that is required to be filed shall be placed in an envelope addressed to the Secretary of the Commission marked “CONFIDENTIAL”.]

**1. Reporting Issuer**

Full name of the Issuer:

Spartacus Capital Inc. (the “Issuer”)

The address of the principal office in Canada of the reporting issuer is as follows:

#410 - 325 Howe Street  
Vancouver, B.C.  
V6C 1Z7

PHONE: (604) 687-3520

**2. Date of Material Change**

April 13, 2000

**3. Press Release**

The date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act are as follows:

April 13, 2000 - Vancouver, British Columbia

The Press Release was released to the Canadian Venture Exchange, being the only exchange upon which the shares of the Issuer are listed, and through various other approved public media.

#### **4. Summary of Material Change(s)**

A summary of the nature and substance of the material change is as follows:

The shareholders of the Issuer unanimously approved the acquisition of My CityMarket.com Inc. at a special meeting held on April 12, 2000. The Issuer has amended the terms of the private placement to add a common share purchase warrant to the securities to be issued, thereby resulting in the issuance of units rather than shares alone.

#### **5. Full Description of Material Change**

The shareholders of the Issuer unanimously approved the acquisition of My CityMarket.com Inc. at a special meeting held on April 12, 2000. In addition to the acquisition, all other resolutions were approved unanimously by the Issuer's shareholders, including:

- the private placement of 3,000,000 special warrants at \$0.65;
- the adoption of a stock option plan; and
- the change of name from "Spartacus Capital Inc." to "MyCityMarket.com Inc."

The Issuer has amended the terms of the private placement to add a common share purchase warrant to the securities to be issued, thereby resulting in the issuance of units rather than shares alone. Each special warrant will be exercisable to acquire, without payment of any additional consideration, one unit of the Issuer (a "Unit"), each Unit consisting of one common share of the Issuer (a "Share") and one non-transferable share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to acquire a Share (a "Warrant Share") at a price of \$0.75 per Warrant Share for a period of 12 months following the closing of the offering, subject to the condition that if, during the term of exercise of the Warrants, the common shares trade on the Canadian Venture Exchange (or on any other stock exchange on which the common shares are listed) at a price per share of \$1.00 or greater for a period of 15 consecutive trading days on a weighted average basis, the Issuer may shorten the expiry term of any outstanding Warrants by providing notice in writing to the holders of Warrants that they have 30 days from the date of such notice to exercise their Warrants, after which time the Warrants will be deemed to have expired.

**6. Reliance on Section 85(2) of the Act**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Senior Officer**

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Mr. Mark T. Brown  
President and Director  
Spartacus Capital Inc.  
#410 - 325 Howe Street  
Vancouver, B.C.  
V6C 1Z7  
TEL: (604) 687-3520.

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, this 20<sup>th</sup> day of April, 2000.

*“Mark T. Brown”*

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Mark T. Brown  
President and Director